

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AN GLOBAL, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

Related Docket Nos.: 640, 697, 706

**MOTION OF BLUE TORCH FINANCE LLC FOR LEAVE TO FILE BLUE TORCH
FINANCE LLC’S RESPONSE TO THE STATEMENT AND RESERVATION OF
RIGHTS OF GLAS USA LLC AND GLAS AMERICAS LLC REGARDING THE
DEBTORS’ MOTION FOR ENTRY OF AN ORDER (I) APPROVING PROCEDURES
FOR THE DISTRIBUTION OF CERTAIN FUNDS, (II) APPROVING THE DISMISSAL
OF THE DEBTORS’ CHAPTER 11 CASES, AND (III) GRANTING RELATED RELIEF**

Blue Torch Finance LLC, in its capacities as DIP Agent² and Prepetition 1L Agent (“Blue Torch”), by and through its counsel, hereby moves (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), granting Blue Torch leave to file a reply (the “Reply”) [Docket No. 706] to the *Statement and Reservation of Rights of*

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number or registration number in the applicable jurisdiction, are: AN Global LLC (5504); AgileThought, Inc. (2509); 4th Source Holding Corp. (9629); 4th Source Mexico, LLC (7552); 4th Source, LLC (7626); AgileThought Brasil-Consultoria Em Tecnologia LTDA (01-42); AgileThought Brasil Servicos de Consultoria Em Software (01-20); AgileThought Costa Rica S.A. (6822); AgileThought Digital Solutions, S.A.P.I. de C.V. (3KR0); AgileThought México S.A. de C.V. (7E46); AgileThought, LLC (7076); AgileThought Servicios Administrativos, S.A. de C.V. (4AG1); AgileThought Servicios México S.A. de C.V. (8MY5); AgileThought, S.A.P.I. de C.V. (No Tax ID); AGS Alpama Global Services USA, LLC (0487); AN Data Intelligence, S.A. de C.V. (8I73); AN Extend, S.A. de C.V. (1D80); AN Evolution, S. de R.L. de C.V. (7973); AN USA (5502); AN UX, S.A. de C.V. (7A42); Cuarto Origen, S. de R.L. de C.V. (0IQ9); Entrepids México, S.A. de C.V. (OCYA); Entrepids Technology Inc. (No Tax ID); Facultas Analytics, S.A.P.I. de C.V. (6G37); Faktos Inc., S.A.P.I. de C.V. (3LLA); IT Global Holding LLC (8776); QMX Investment Holdings USA, Inc. (9707); AgileThought Argentina, S.A. (No Tax ID); AGS Alpama Global Services México, S.A. de C.V. (No Tax ID); Tarnow Investment, S.L. (No Tax ID); Anzen Soluciones, S.A. de C.V. (No Tax ID); and AgileThought Latam, LLC (No Tax ID). The Debtors’ headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, Texas 75039.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Senior Secured Priming Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection to the Prepetition 1L Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief* [Docket No. 447] (the “Final DIP Order”).

GLAS USA LLC And GLAS Americas LLC Regarding the Debtors' Motion for Entry of an Order (I) Approving Procedures for the Distribution of Certain Funds, (II) Approving the Dismissal of the Debtors' Chapter 11 Cases, and (III) Granting Related Relief [Docket No. 697] (the "Reservation of Rights"). The Reply is attached hereto as **Exhibit B**. In support of this Motion, Blue Torch respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012. This matter is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of these proceedings and the Motion in this Court is proper under 28 U.S.C. §§ 1408 and 1409.

2. Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), Blue Torch consents to the entry of a final judgment or order with respect to this Motion if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. The bases for the relief requested herein is section 105(a) of title 11 of the United States Code, 11 U.S.C. § 101, *et seq.* (the "Bankruptcy Code"), and Local Rule 9006-1(d).

BACKGROUND

1. On August 28, 2023 (the "Petition Date"), the Debtors filed voluntary petitions with the United States Bankruptcy Court for the District of Delaware under Chapter 11 of the Bankruptcy Code thereby commencing these Chapter 11 Cases. On January 18, 2024, the Debtors filed the *Debtors' Motion for Entry of an Order (I) Approving Procedures for the Distribution of Certain Funds, (II) Approving the Dismissal of the Debtors' Chapter 11 Cases, and (III) Granting*

Related Relief [Docket No. 640] (the “Motion”). On February 1, 2024, the Prepetition 2L Agents filed the Reservation of Rights.

2. As detailed in the Final DIP Order, the Prepetition 1L Agent, the Prepetition 2L Collateral Agent, the Borrower and certain of the Guarantors are parties to the Intercreditor Agreement. *See* Final DIP Order, ¶4(d).³

RELIEF REQUESTED

4. Blue Torch respectfully requests entry of the Proposed Order granting Blue Torch leave to file a late Reply in response to the Reservation of Rights.

BASIS FOR RELIEF REQUESTED

5. Pursuant to Local Rule 9006-1(d), “[r]eply papers by the movant, or any party that has joined the movant, may be filed by 4:00 p.m. prevailing Eastern Time the day prior to the deadline for filing the agenda.” Del. Bankr. L.R. 9006-1(d).

6. Here, cause exists to allow the late filing of the Reply. Blue Torch prepared the Reply as quickly as possible in light of the fairly recent and unexpected filing of the Reservation of Rights. Moreover, Blue Torch endeavored to keep the Reply as brief as possible in light of the rapidly approaching hearing on the underlying motion to dismiss the bankruptcy cases.

7. Blue Torch believes that the information in the Reply will provide the Court with important information and will clarify the record with regard to the Prepetition 1L Credit Agreement and the Intercreditor Agreement in light of statements made in the Reservation of Rights. Accordingly, Blue Torch submits that the relief requested herein is reasonable under the circumstances and should be approved.

³ The Intercreditor Agreement was previously filed with the *Supplemental Declaration of James S. Feltman in Support of the Debtors’ DIP Financing Motion* [Docket No. 163], as Exhibits 33–36.

NOTICE

8. Notice of this Motion will be given to the following parties, or to their counsel: (a) the Debtors; (b) the Office of the United States Trustee for the District of Delaware; (c) counsel to GLAS USA LLC and GLAS Americas LLC; (d) counsel to the Official Committee of Unsecured Creditors; (e) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (f) all parties whose rights are affected by this Motion. In light of the nature of the relief requested, Blue Torch respectfully submits that no further notice is necessary.

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NO PRIOR REQUEST

9. No previous request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, Blue Torch respectfully requests entry of an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in the motion and such other relief as may be appropriate.

Dated: February 6, 2024
Wilmington, Delaware

Respectfully submitted,

CHIPMAN BROWN CICERO & COLE, LLP

/s/ Mark L. Desgrosseilliers

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*Counsel to Blue Torch Finance LLC in its capacity
as DIP Agent and Prepetition IL Agent*